

EXHIBIT A

Morgan Stanley

Stock Rating
Overweight
Industry View
In-Line

April 23, 2007

Tyco International Ltd. A Close Look at Tyco's Post-Breakup Pieces: Low Risk with Substantial Upside

Conclusion: With ~two months to go, we have increased conviction that TYC's breakup will unlock value for long-term investors. A collaborative deep dive into TYC's three successor companies confirms our call over the past year that the stock has been undervalued. We see near-term trading levels for the combined pieces of ~\$34 (+5%), which we think appropriately discounts the limited remaining breakup risks. In our conservative base case scenario, the pieces would be worth at least \$35 post breakup (+8%) as the new operating plans gain traction. We see the odds of our bull case scenario increasing, with a fair value of at least \$39 (+21%). Our low-probability bear case of \$31 reinforces our view that downside risk is limited from here. Strategic action (e.g., an LBO of one of the businesses within the successor companies) could drive upside to all three scenarios.

What's New: We have built separate models and developed independent scenarios for the three post-breakup parts, with analysis and valuation by Healthcare analyst Glenn Reicin for Covidien and Bernie Mahon for Tyco Electronics. Our collective view is that TYC's breakup (now likely in June) will create substantial value with limited downside risk as the new management teams focus on growth and margins and put more efficient capital/tax structures into place. The potential for further value creation from execution and potential strategic actions biases us toward our \$39 bull case valuation.

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Key Ratios and Statistics

Reuters: TYC.N Bloomberg: TYC US
Electrical Equipment & Industrial Conglomerates / United States of America

Price target	\$34.00
Shr price, close (Apr 20, 2007)	\$32.34
Mkt cap, curr (mm)	\$67,274
52-Week Range	\$33.29-24.97

Fiscal Year (Sep)	2006	2007e	2008e	2009e
ModelWare EPS (\$)*	1.85	2.00	2.25	2.50
Prior ModelWare EPS (\$)	-	-	-	-
P/E	15.1	16.2	14.4	12.9
Consensus EPS (\$)	1.84	2.00	2.22	2.43
Div yld (%)	1.4	1.2	1.2	0.0

* = Please see explanation of Morgan Stanley ModelWare later in this note.

● = Morgan Stanley Research estimates

Quarterly ModelWare EPS

Quarter	2006		2007e		2008e	
	2006	Prior	Current	Prior	Current	
Q1	0.39	-	0.45	-	-	
Q2	0.45	-	0.48	-	-	
Q3	0.49	-	0.52	-	-	
Q4	0.51	-	0.55	-	-	

● = Morgan Stanley Research estimates

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Exhibit 5

How We Arrived at Our \$31 Bear Case Valuation

	'08E Net Income (mil)	X	Multiple	=	Implied Market Cap	/ 2 bil Shares Outstanding
Covidien	\$1,361		17.5		\$23,776	\$12
Tyco Electronics	\$1,237		14.3		\$17,689	\$9
Tyco International	\$1,220		16.5		\$20,130	\$10

Source: Morgan Stanley Research

Our bull case SOP valuation of \$39 is 11% above our base case and implies 21% upside from current levels. Our bull case translates into \$13 of value at International, \$15 at Covidien, and \$11 at Electronics. Under this scenario, we assume strong end-market growth, substantial margin improvement, the divestiture of low-margin assets, and successful cash reinvestment. We think our bull case is increasingly realistic. And none of these scenarios assumes material improvements in capital structure or meaningful strategic actions, either of which could provide further upside.

Exhibit 6

How We Arrived at Our \$39 Bull Case Valuation

	'08E Net Income (mil)	X	Multiple	=	Implied Market Cap	/ 2 bil Shares Outstanding
Covidien	\$1,610		18.7		\$30,070	\$15
Tyco Electronics	\$1,532		15.0		\$22,980	\$11
Tyco International	\$1,461		17.5		\$25,568	\$13

Source: Morgan Stanley Research

Risks

Risks to our published \$34 target price include final execution into the expected June break-up and any further delay in break-up timing. Key operational risks include further sluggish growth in Medical, continued FDA problems, high raw material costs for Electronics, and slower-than-expected growth within security and ADT. Post-breakup, each new company will have its own specific risk factors, and we discuss these in the respective company-specific sections. Finally, we should note that numbers in our models for the post-breakup pieces may not add up to those in our existing published model on TYC. There are remaining issues related to final share counts and liability sharing (including the shareholder lawsuits), and since management has not yet communicated detailed business plans, modeling visibility remains relatively low. Therefore, the models included in this report are based upon public filings and are our best guess of operating conditions. Our forecasts will gain precision as management's business priorities become clearer.

Spin-off Timing and Key Milestones

Uncertainty surrounding the timing and mechanics of TYC's breakup has been a key concern for the market and probably explains a substantial amount of the valuation delta between the stock's current price and our \$35 base case view. Our

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view is that break-up execution risks from here are quite low and TYC is on track for a likely end-of-June finalization.

TYC has made considerable progress toward executing the final stages of its breakup. Most notably, TYC's management team has already staffed all of the public-company functions for Covidien and Tyco Electronics, and has submitted (and now amended) initial separation filings (Forms 10 and S-1) to the SEC.

Exhibit 7

TYC Has Already Hit a Number of Key Milestones on the Road to Its Spin-off

SEC Filings Have Been Submitted for Comments TYC has filed documents with the SEC to register equity securities for Tyco Electronics and Tyco Healthcare, as well as debt offerings for all three companies

Reverse Split Approved TYC shareholders recently approved a proposal giving the company's board of directors authority to effect a reverse stock split to reduce Tyco's overall share count

New Management Teams/ Independent Boards In Place

Tyco Electronics and Tyco Healthcare named the members of their senior management teams, as well as the nominees expected to serve on each entity's board of directors once the companies are separated

Healthcare Renamed

Tyco announced that it will rename its healthcare business Covidien post the spin

Source: Morgan Stanley Research

TYC is now working with the SEC to finalize its filings and the company's breakup plans. Management believes that there will likely be one or two additional rounds of comments from the SEC before the transaction is allowed to proceed. While management did not say that the SEC process was taking longer than expected, they did comment that the transaction was highly complex and would take time (hence our view that the May goal has been pushed to June).

Once the SEC signs off on the spin, breakup timing should become much more predictable. First, TYC's board will meet to authorize the stock dividend, setting a record date that will occur two weeks after the meeting. The dividend date will be approximately two weeks after the record date, which will effectively complete the spin. One caveat: TYC management has noted that they do not want to have a stub month (for accounting purposes), so the spin will occur on the last day of the month in which it is executed (i.e., if the